

UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,
Debtors.

CHAPTER 11

Case Nos. 01-1139 (JJF)
(Jointly Administered)
Objection Deadline: August 22, 2001 at
4:00 p.m.
Hearing Date: [TBD]

NOTICE OF APPLICATION

TO: Office of the United States Trustee; Kirkland & Ellis, counsel to the Debtors ;
Caplin & Drysdale, counsel for Committee of Asbestos Personal Injury
Claimants; Bilzin Sumburg Dunn Daena Price & Axelrod, counsel for Committee
of Asbestos Damage Claimants; Stroock & Stroock & Lavan LLP, counsel for
Official Committee of Unsecured Creditors, and all parties requesting notice
pursuant to Bankruptcy Rule 2002.

Official Committee of Equity Holders of the above-captioned debtors and debtors-in-
possession (collectively, the "Debtors"), have today filed the attached **Application for Order
Pursuant to Sections 327 and 328 of the Bankruptcy Code and Bankruptcy Rule 2014
Approving Retention of Kramer Levin Naftalis & Frankel LLP as Counsel to Official
Committee of Equity Holders** (the "Motion"), which seeks the following relief: the entry of an
order Authorizing the Retention of Kramer Levin Naftalis & Frankel LLP as Counsel to Official
Committee of Equity Holders.

You are required to file a response to the attached Application on or before August 22,
2001 at 4:00 p.m.


At the same time, you must also serve a copy of the response upon Applicant's attorneys:

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Philip Bentley, Esq.
Robert T. Schmidt, Esq.
919 Third Avenue
New York, New York 10022
(212) 715-9100 Telephone
(212) 715-8000 Facsimile

A HEARING ON THE APPLICATION WILL BE HELD ON: [TBD]

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT
MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER
NOTICE OF HEARING.

Dated: August 6, 2001



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Proposed Counsel to Official Committee of
Equity Holders